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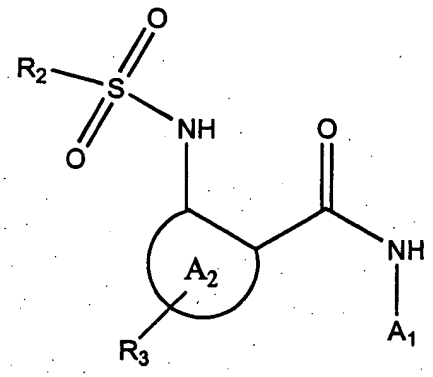
WHAT IS CLAIMED IS:

1. A method for treating a tumor in a subject in need thereof, comprising administering to said subject a therapeutically effective amount of a compound having the formula:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof wherein

A_1 is aryl or heteroaryl, each of which may be optionally substituted with one, two or three groups independently selected from halogen, aryl, $-CF_3$, $-NO_2$, -OH, -O-(C_1-C_7)-alkyl, -O-(C_2-C_4)-alkyl-O-(C_1-C_7)-alkyl, -O-aryl, (C_1-C_2)-alkylenedioxy, $-NR_5R_6$, -CN, $-CO-NR_5R_6$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -CHO, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, $-P(O)(OH)_2$, -CN, $-NR_8R_9$, $-CO-NH_2$, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

A_2 represents a ringed structure consisting of aryl, heteroaryl, heterocyclyl or (C_3-C_{10})-cycloalkyl;

R_2 is -NR_5R_6, or

aryl, heteroaryl, heterocyclyl, (C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which may be optionally substituted with one, two or three groups selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)(OH)$_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_3 is one, two or three substituents independently selected from hydrogen, halogen, -CF_3, -OH, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, (C_1-C_3)-alkylene dioxy, -CN, -NO_2, -NR_8R_9, -$CONR_5R_6$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -S(O)$_n$-(C_1-C_7)-alkyl, -S(O)$_n$-aryl, -S(O)$_n$-heteroaryl, -S(O)$_n$-NR_5R_6, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)(OH)$_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_5 and R_6 independently are hydrogen, or

$(C_1$-$C_{10})$-alkyl, $(C_3$-$C_{10})$-cycloalkyl, $(C_1$-$C_{10})$-alkenyl or $(C_1$-$C_{10})$-alkynyl, each of which is optionally substituted with one, two or three groups selected from aryl, heteroaryl, heterocyclyl, -CO-$(C_1$-$C_{10})$-alkyl, -CO-aryl, -CO-heteroaryl, -CO-heterocyclyl, -SO_2-$(C_1$-$C_{10})$-alkyl, -SO_2-aryl –SO_2-heteroaryl, or -SO_2-heterocyclyl; or

R_5 and R_6 together with the nitrogen atom to which they are attached form a 5, 6, 7 or 8-membered carbocyclic ring up to two of which members are optionally hetero atoms selected from N, O, and S, the carbocyclic ring being optionally substituted with up to five groups selected from halogen, $(C_1$-$C_5)$-alkyl, $(C_3$-$C_6)$-cycloalkyl, $(C_1$-$C_5)$-alkenyl, $(C_1$-$C_5)$-alkynyl, $(C_1$-$C_3)$-hydroxyalkyl, $(C_1$-$C_3)$-alkyl-O-$(C_1$-$C_4)$-alkyl, aryl, heteroaryl, -CF_3, -OH, -O-$(C_1$-$C_7)$-alkyl, -O-aryl, -O-heteroaryl, -O-$(C_2$-$C_4)$-alkyl-O-$(C_1$-$C_7)$-alkyl, $(C_2$-$C_3)$-alkylenedioxy, -NR_8R_9, -CN, -CO-NH_2, -CO-NH-$(C_1$-$C_3)$-alkyl, -CO-N$((C_1$-$C_3)$-alkyl$)_2$, -COOH, -CO-O-$(C_1$-$C_5)$-alkyl, -CHO, CO-$(C_1$-$C_5)$-alkyl, -S$(O)_n$-$(C_1$-$C_4)$-alkyl, -S$(O)_n$-NH_2, -S$(O)_n$-NH-$(C_1$-$C_3)$-alkyl, -S$(O)_n$-N$((C_1$-$C_3)$-alkyl$)_2$, oxo, -$(CH_2)_m$-NH_2, -$(CH_2)_m$-NH-$(C_1$-$C_4)$-alkyl or -$(CH_2)_m$-N$((C_1$-$C_4)$-alkyl$)_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_7 is -OH, -O-$(C_1$-$C_7)$-alkyl, -NH_2, -NH-$(C_1$-$C_4)$-alkyl, or

-N$((C_1$-$C_4)$-alkyl$)_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached,

form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_8 is hydrogen, or

$(C_1\text{-}C_7)$-alkyl, $(C_3\text{-}C_7)$-cycloalkyl, $(C_1\text{-}C_7)$-alkenyl or $(C_1\text{-}C_7)$-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-$(C_1\text{-}C_5)$-alkyl, $-NH_2$, -NH-$(C_1\text{-}C_4)$-alkyl and -N$((C_1\text{-}C_4)\text{-alkyl})_2$;

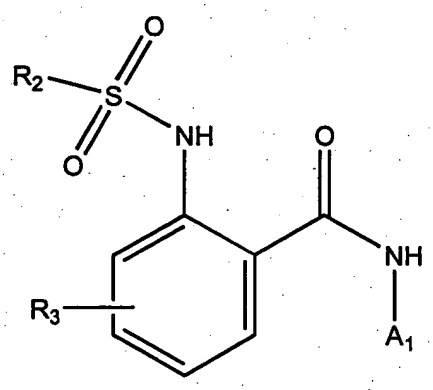
R_9 is hydrogen, -CO-$(C_1\text{-}C_4)$-alkyl, or

$(C_1\text{-}C_7)$-alkyl, $(C_3\text{-}C_7)$-cycloalkyl, $(C_1\text{-}C_7)$-alkenyl or $(C_1\text{-}C_7)$-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-$(C_1\text{-}C_5)$-alkyl, $-NH_2$, -NH-$(C_1\text{-}C_4)$-alkyl and -N$((C_1\text{-}C_4)\text{-alkyl})_2$;

n is 0, 1, or 2; and

m is 2, 3, or 4.

2. A method for treating a tumor in a subject in need thereof, comprising administering to said subject a therapeutically effective amount of a compound having the formula:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof wherein

A_1 is aryl or heteroaryl, each of which may be optionally substituted with one, two or three groups independently selected from halogen, aryl, $-CF_3$, $-NO_2$, -OH, -O-(C_1-C_7)-alkyl, -O-(C_2-C_4)-alkyl-O-(C_1-C_7)-alkyl, -O-aryl, (C_1-C_2)-alkylenedioxy, $-NR_5R_6$, -CN, $-CO-NR_5R_6$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -CHO, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, $-P(O)(O-(C_1-C_5)\text{-alkyl})_2$, $-P(O)(OH)_2$, -CN, $-NR_8R_9$, $-CO-NH_2$, -CO-NH-(C_1-C_3)-alkyl, $-CO-N((C_1-C_3)\text{-alkyl})_2$, -COOH, -CO-O-($C_1$-$C_5$)-alkyl, heterocyclyl, and oxo;

R_2 is $-NR_5R_6$, or

aryl, heteroaryl, heterocyclyl, (C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which may be optionally substituted with one, two or three groups selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, $-P(O)(O-(C_1-C_5)\text{-alkyl})_2$, $-P(O)(OH)_2$, -CN, $-NR_8R_9$, $-CO-NH_2$, -CO-NH-(C_1-C_3)-alkyl, $-CO-N((C_1-C_3)\text{-alkyl})_2$, -COOH, -CO-O-($C_1$-$C_5$)-alkyl, heterocyclyl, and oxo;

R_3 is one, two or three substituents independently selected from hydrogen, halogen, $-CF_3$, -OH, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-

C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, (C_1-C_3)-alkylene dioxy, -CN, -NO_2, -NR_8R_9, -$CONR_5R_6$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -$S(O)_n$-(C_1-C_7)-alkyl, -$S(O)_n$-aryl, -$S(O)_n$-heteroaryl, -$S(O)_n$-NR_5R_6, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)(OH)$_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_5 and R_6 independently are hydrogen, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with one, two or three groups selected from aryl, heteroaryl, heterocyclyl, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, -CO-heterocyclyl, -SO_2-(C_1-C_{10})-alkyl, -SO_2-aryl –SO_2-heteroaryl, or -SO_2-heterocyclyl; or

R_5 and R_6 together with the nitrogen atom to which they are attached form a 5, 6, 7 or 8-membered carbocyclic ring up to two of which members are optionally hetero atoms selected from N, O, and S, the carbocyclic ring being optionally substituted with up to five groups selected from halogen, (C_1-C_5)-alkyl, (C_3-C_6)-cycloalkyl, (C_1-C_5)-alkenyl, (C_1-C_5)-alkynyl, (C_1-C_3)-hydroxyalkyl, (C_1-C_3)-alkyl-O-(C_1-C_4)-alkyl, aryl, heteroaryl, -CF_3, -OH, -O-(C_1-C_7)-alkyl, -O-aryl, -O-heteroaryl, -O-(C_2-C_4)-alkyl-O-(C_1-C_7)-alkyl, (C_2-C_3)-alkylenedioxy, -NR_8R_9, -CN, -CO-NH_2, -

CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, -CHO, CO-(C_1-C_5)-alkyl, -S(O)$_n$-(C_1-C_4)-alkyl, -S(O)$_n$-NH_2, -S(O)$_n$-NH-(C_1-C_3)-alkyl, -S(O)$_n$-N((C_1-C_3)-alkyl)$_2$, oxo, -$(CH_2)_m$-NH_2, -$(CH_2)_m$-NH-(C_1-C_4)-alkyl or -$(CH_2)_m$-N((C_1-C_4)-alkyl)$_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_7 is -OH, -O-(C_1-C_7)-alkyl, -NH_2, -NH-(C_1-C_4)-alkyl, or -N((C_1-C_4)-alkyl)$_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_8 is hydrogen, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-(C_1-C_5)-alkyl, -NH_2, -NH-(C_1-C_4)-alkyl and -N((C_1-C_4)-alkyl)$_2$;

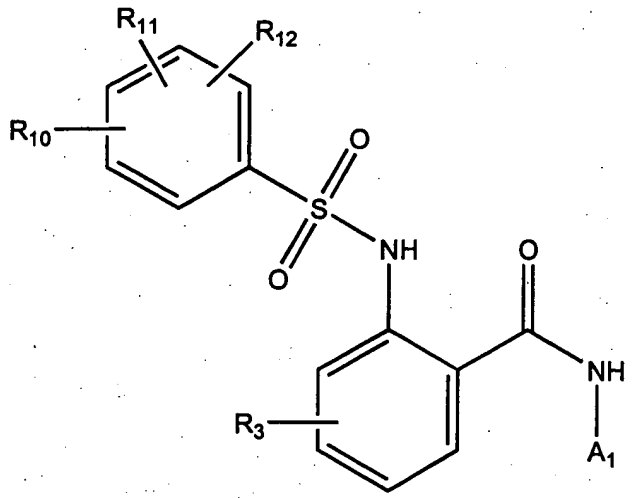
R_9 is hydrogen, -CO-(C_1-C_4)-alkyl, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-(C_1-C_5)-alkyl, -NH_2, -NH-(C_1-C_4)-alkyl and -N((C_1-C_4)-alkyl)$_2$;

n is 0, 1, or 2; and

m is 2, 3, or 4.

3. A method for treating a tumor in a subject in need thereof, comprising administering to said subject a therapeutically effective amount of a compound having the formula:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof wherein

A_1 is aryl or heteroaryl, each of which may be optionally substituted with one, two or three groups independently selected from halogen, aryl, $-CF_3$, $-NO_2$, -OH, -O-(C_1-C_7)-alkyl, -O-(C_2-C_4)-alkyl-O-(C_1-C_7)-alkyl, -O-aryl, (C_1-C_2)-alkylenedioxy, -NR_5R_6, -CN, -CO-NR_5R_6, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -CHO, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)(OH)$_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_3 is one, two or three substituents independently selected from hydrogen, halogen, $-CF_3$, -OH, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, (C_1-C_3)-alkylene dioxy, -CN, $-NO_2$, $-NR_8R_9$, $-CONR_5R_6$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -$S(O)_n$-(C_1-C_7)-alkyl, -$S(O)_n$-aryl, -$S(O)_n$-heteroaryl, -$S(O)_n$-NR_5R_6, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -$P(O)(OH)_2$, -CN, $-NR_8R_9$, $-CO-NH_2$, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_5 and R_6 independently are hydrogen, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with one, two or three groups selected from aryl, heteroaryl, heterocyclyl, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, -CO-heterocyclyl, -SO_2-(C_1-C_{10})-alkyl, -SO_2-aryl –SO_2-heteroaryl, or -SO_2-heterocyclyl; or

R_5 and R_6 together with the nitrogen atom to which they are attached form a 5, 6, 7 or 8-membered carbocyclic ring up to two of which members are optionally hetero atoms selected from N, O, and S, the carbocyclic ring being optionally substituted with up to five groups selected from halogen, (C_1-C_5)-alkyl, (C_3-C_6)-cycloalkyl, (C_1-C_5)-alkenyl, (C_1-C_5)-alkynyl, (C_1-C_3)-hydroxyalkyl, (C_1-C_3)-alkyl-O-(C_1-C_4)-

alkyl, aryl, heteroaryl, $-CF_3$, -OH, $-O-(C_1-C_7)$-alkyl, -O-aryl, -O-heteroaryl, $-O-(C_2-C_4)$-alkyl-$O-(C_1-C_7)$-alkyl, (C_2-C_3)-alkylenedioxy, $-NR_8R_9$, -CN, $-CO-NH_2$, $-CO-NH-(C_1-C_3)$-alkyl, $-CO-N((C_1-C_3)\text{-alkyl})_2$, -COOH, $-CO-O-(C_1-C_5)$-alkyl, -CHO, $CO-(C_1-C_5)$-alkyl, $-S(O)_n-(C_1-C_4)$-alkyl, $-S(O)_n-NH_2$, $-S(O)_n-NH-(C_1-C_3)$-alkyl, $-S(O)_n-N((C_1-C_3)\text{-alkyl})_2$, oxo, $-(CH_2)_m-NH_2$, $-(CH_2)_m-NH-(C_1-C_4)$-alkyl or $-(CH_2)_m-N((C_1-C_4)\text{-alkyl})_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_7 is -OH, $-O-(C_1-C_7)$-alkyl, $-NH_2$, $-NH-(C_1-C_4)$-alkyl, or $-N((C_1-C_4)\text{-alkyl})_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_8 is hydrogen, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, $-O-(C_1-C_5)$-alkyl, $-NH_2$, $-NH-(C_1-C_4)$-alkyl and $-N((C_1-C_4)\text{-alkyl})_2$;

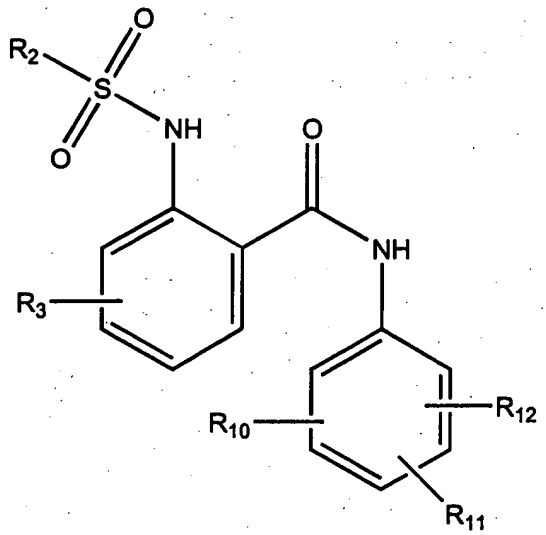
R_9 is hydrogen, $-CO-(C_1-C_4)$-alkyl, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, $-O-(C_1-C_5)$-alkyl, $-NH_2$, $-NH-(C_1-C_4)$-alkyl and $-N((C_1-C_4)\text{-alkyl})_2$;

n is 0, 1, or 2; and

m is 2, 3, or 4.

4. A method for treating a tumor in a subject in need thereof, comprising administering to said subject a therapeutically effective amount of a compound having the formula:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof wherein

R_2 is $-NR_5R_6$, or

aryl, heteroaryl, heterocyclyl, (C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which may be optionally substituted with one, two or three groups selected from halogen, -OH, aryl, heteroaryl, $-O-(C_1-C_{10})$-alkyl, $-O-(C_1-C_7)$-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, $-S-(C_1-C_{10})$-alkyl, $-S-(C_1-C_7)$-alkyl-R_7, -S-aryl, -S-heteroaryl, $-P(O)(O-(C_1-C_5)\text{-alkyl})_2$, $-P(O)(OH)_2$, -CN, $-NR_8R_9$, $-CO-NH_2$, $-CO-NH-(C_1-C_3)$-alkyl, $-CO-N((C_1-C_3)\text{-alkyl})_2$, -COOH, $-CO-O-(C_1-C_5)$-alkyl, heterocyclyl, and oxo;

R_3 is one, two or three substituents independently selected from hydrogen, halogen, $-CF_3$, -OH, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, (C_1-C_3)-alkylene dioxy, -CN, $-NO_2$, $-NR_8R_9$, $-CONR_5R_6$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -$S(O)_n$-(C_1-C_7)-alkyl, -$S(O)_n$-aryl, -$S(O)_n$-heteroaryl, -$S(O)_n$-NR_5R_6, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, $-P(O)(O-(C_1-C_5)\text{-alkyl})_2$, $-P(O)(OH)_2$, -CN, $-NR_8R_9$, $-CO-NH_2$, -CO-NH-(C_1-C_3)-alkyl, $-CO-N((C_1-C_3)\text{-alkyl})_2$, -COOH, -CO-O-($C_1$-$C_5$)-alkyl, heterocyclyl, and oxo;

R_5 and R_6 independently are hydrogen, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with one, two or three groups selected from aryl, heteroaryl, heterocyclyl, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, -CO-heterocyclyl, $-SO_2$-(C_1-C_{10})-alkyl, $-SO_2$-aryl $-SO_2$-heteroaryl, or $-SO_2$-heterocyclyl; or

R_5 and R_6 together with the nitrogen atom to which they are attached form a 5, 6, 7 or 8-membered carbocyclic ring up to two of which members are optionally hetero atoms selected from N, O, and S, the carbocyclic ring being optionally substituted with up to five groups selected from halogen, (C_1-C_5)-alkyl, (C_3-C_6)-cycloalkyl, (C_1-C_5)-alkenyl, (C_1-C_5)-alkynyl, (C_1-C_3)-hydroxyalkyl, (C_1-C_3)-alkyl-O-(C_1-C_4)-

alkyl, aryl, heteroaryl, $-CF_3$, -OH, $-O-(C_1-C_7)$-alkyl, -O-aryl, -O-heteroaryl, $-O-(C_2-C_4)$-alkyl-$O-(C_1-C_7)$-alkyl, (C_2-C_3)-alkylenedioxy, $-NR_8R_9$, -CN, $-CO-NH_2$, $-CO-NH-(C_1-C_3)$-alkyl, $-CO-N((C_1-C_3)\text{-alkyl})_2$, -COOH, $-CO-O-(C_1-C_5)$-alkyl, -CHO, $CO-(C_1-C_5)$-alkyl, $-S(O)_n-(C_1-C_4)$-alkyl, $-S(O)_n-NH_2$, $-S(O)_n-NH-(C_1-C_3)$-alkyl, $-S(O)_n-N((C_1-C_3)\text{-alkyl})_2$, oxo, $-(CH_2)_m-NH_2$, $-(CH_2)_m-NH-(C_1-C_4)$-alkyl or $-(CH_2)_m-N((C_1-C_4)\text{-alkyl})_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_7 is -OH, $-O-(C_1-C_7)$-alkyl, $-NH_2$, $-NH-(C_1-C_4)$-alkyl, or $-N((C_1-C_4)\text{-alkyl})_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_8 is hydrogen, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, $-O-(C_1-C_5)$-alkyl, $-NH_2$, $-NH-(C_1-C_4)$-alkyl and $-N((C_1-C_4)\text{-alkyl})_2$;

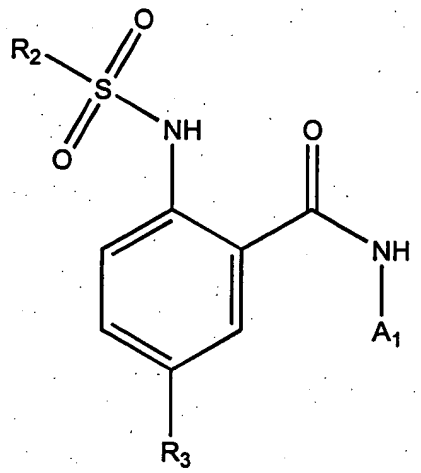
R_9 is hydrogen, $-CO-(C_1-C_4)$-alkyl, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, $-O-(C_1-C_5)$-alkyl, $-NH_2$, $-NH-(C_1-C_4)$-alkyl and $-N((C_1-C_4)\text{-alkyl})_2$;

n is 0, 1, or 2; and

m is 2, 3, or 4.

5. A method for treating a tumor in a subject in need thereof, comprising administering to said subject a therapeutically effective amount of a compound having the formula:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof wherein

A_1 is aryl or heteroaryl, each of which may be optionally substituted with one, two or three groups independently selected from halogen, aryl, $-CF_3$, $-NO_2$, -OH, -O-(C_1-C_7)-alkyl, -O-(C_2-C_4)-alkyl-O-(C_1-C_7)-alkyl, -O-aryl, (C_1-C_2)-alkylenedioxy, -NR_5R_6, -CN, -CO-NR_5R_6, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -CHO, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)(OH)$_2$, -

CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_2 is -NR_5R_6, or

aryl, heteroaryl, heterocyclyl, (C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which may be optionally substituted with one, two or three groups selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)$(OH)_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_3 is one, two or three substituents independently selected from hydrogen, halogen, -CF_3, -OH, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, (C_1-C_3)-alkylene dioxy, -CN, -NO_2, -NR_8R_9, -$CONR_5R_6$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -$S(O)_n$-(C_1-C_7)-alkyl, -$S(O)_n$-aryl, -$S(O)_n$-heteroaryl, -$S(O)_n$-NR_5R_6, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)$(OH)_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_5 and R_6 independently are hydrogen, or

$(C_1\text{-}C_{10})$-alkyl, $(C_3\text{-}C_{10})$-cycloalkyl, $(C_1\text{-}C_{10})$-alkenyl or $(C_1\text{-}C_{10})$-alkynyl, each of which is optionally substituted with one, two or three groups selected from aryl, heteroaryl, heterocyclyl, -CO-$(C_1\text{-}C_{10})$-alkyl, -CO-aryl, -CO-heteroaryl, -CO-heterocyclyl, -SO_2-$(C_1\text{-}C_{10})$-alkyl, -SO_2-aryl –SO_2-heteroaryl, or -SO_2-heterocyclyl; or

R_5 and R_6 together with the nitrogen atom to which they are attached form a 5, 6, 7 or 8-membered carbocyclic ring up to two of which members are optionally hetero atoms selected from N, O, and S, the carbocyclic ring being optionally substituted with up to five groups selected from halogen, $(C_1\text{-}C_5)$-alkyl, $(C_3\text{-}C_6)$-cycloalkyl, $(C_1\text{-}C_5)$-alkenyl, $(C_1\text{-}C_5)$-alkynyl, $(C_1\text{-}C_3)$-hydroxyalkyl, $(C_1\text{-}C_3)$-alkyl-O-$(C_1\text{-}C_4)$-alkyl, aryl, heteroaryl, -CF_3, -OH, -O-$(C_1\text{-}C_7)$-alkyl, -O-aryl, -O-heteroaryl, -O-$(C_2\text{-}C_4)$-alkyl-O-$(C_1\text{-}C_7)$-alkyl, $(C_2\text{-}C_3)$-alkylenedioxy, -NR_8R_9, -CN, -CO-NH_2, -CO-NH-$(C_1\text{-}C_3)$-alkyl, -CO-N($(C_1\text{-}C_3)$-alkyl)$_2$, -COOH, -CO-O-$(C_1\text{-}C_5)$-alkyl, -CHO, CO-$(C_1\text{-}C_5)$-alkyl, -$S(O)_n$-$(C_1\text{-}C_4)$-alkyl, -$S(O)_n$-NH_2, -$S(O)_n$-NH-$(C_1\text{-}C_3)$-alkyl, -$S(O)_n$-N($(C_1\text{-}C_3)$-alkyl)$_2$, oxo, -$(CH_2)_m$-NH_2, -$(CH_2)_m$-NH-$(C_1\text{-}C_4)$-alkyl or -$(CH_2)_m$-N($(C_1\text{-}C_4)$-alkyl)$_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_7 is -OH, -O-$(C_1\text{-}C_7)$-alkyl, -NH_2, -NH-$(C_1\text{-}C_4)$-alkyl, or

-N($(C_1\text{-}C_4)$-alkyl)$_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached,

form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_8 is hydrogen, or

$(C_1\text{-}C_7)$-alkyl, $(C_3\text{-}C_7)$-cycloalkyl, $(C_1\text{-}C_7)$-alkenyl or $(C_1\text{-}C_7)$-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-$(C_1\text{-}C_5)$-alkyl, $-NH_2$, -NH-$(C_1\text{-}C_4)$-alkyl and -N($(C_1\text{-}C_4)$-alkyl)$_2$;

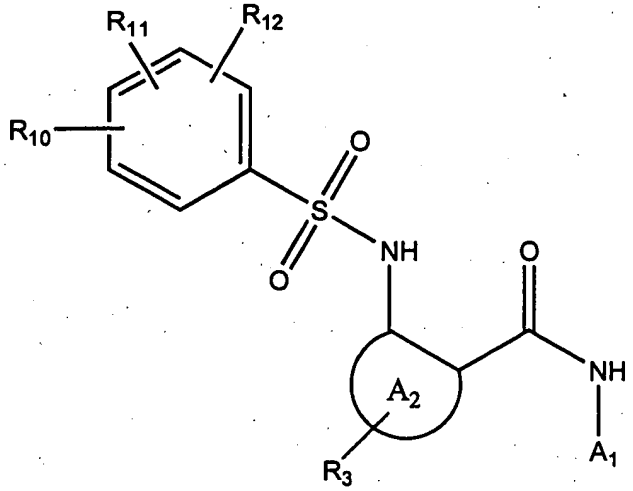
R_9 is hydrogen, -CO-$(C_1\text{-}C_4)$-alkyl, or

$(C_1\text{-}C_7)$-alkyl, $(C_3\text{-}C_7)$-cycloalkyl, $(C_1\text{-}C_7)$-alkenyl or $(C_1\text{-}C_7)$-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-$(C_1\text{-}C_5)$-alkyl, $-NH_2$, -NH-$(C_1\text{-}C_4)$-alkyl and -N($(C_1\text{-}C_4)$-alkyl)$_2$;

n is 0, 1, or 2; and

m is 2, 3, or 4.

6. A method for treating a tumor in a subject in need thereof, comprising administering to said subject a therapeutically effective amount of a compound having the formula:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof wherein

A_1 is aryl or heteroaryl, each of which may be optionally substituted with one, two or three groups independently selected from halogen, aryl, $-CF_3$, $-NO_2$, -OH, -O-(C_1-C_7)-alkyl, -O-(C_2-C_4)-alkyl-O-(C_1-C_7)-alkyl, -O-aryl, (C_1-C_2)-alkylenedioxy, -NR_5R_6, -CN, -CO-NR_5R_6, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -CHO, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)(OH)$_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

A_2 represents a ringed structure consisting of aryl, heterocyclyl, heteroaryl or (C_3-C_{10})-cycloalkyl;

R_3 is one, two or three substituents independently selected from hydrogen, halogen, $-CF_3$, -OH, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, (C_1-C_3)-alkylene dioxy, -CN, $-NO_2$, -NR_8R_9, -$CONR_5R_6$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -S(O)$_n$-(C_1-C_7)-alkyl, -S(O)$_n$-aryl, -S(O)$_n$-heteroaryl, -S(O)$_n$-NR_5R_6, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-

C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)(OH)$_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_5 and R_6 independently are hydrogen, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with one, two or three groups selected from aryl, heteroaryl, heterocyclyl, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, -CO-heterocyclyl, -SO_2-(C_1-C_{10})-alkyl, -SO_2-aryl –SO_2-heteroaryl, or -SO_2-heterocyclyl; or

R_5 and R_6 together with the nitrogen atom to which they are attached form a 5, 6, 7 or 8-membered carbocyclic ring up to two of which members are optionally hetero atoms selected from N, O, and S, the carbocyclic ring being optionally substituted with up to five groups selected from halogen, (C_1-C_5)-alkyl, (C_3-C_6)-cycloalkyl, (C_1-C_5)-alkenyl, (C_1-C_5)-alkynyl, (C_1-C_3)-hydroxyalkyl, (C_1-C_3)-alkyl-O-(C_1-C_4)-alkyl, aryl, heteroaryl, -CF_3, -OH, -O-(C_1-C_7)-alkyl, -O-aryl, -O-heteroaryl, -O-(C_2-C_4)-alkyl-O-(C_1-C_7)-alkyl, (C_2-C_3)-alkylenedioxy, -NR_8R_9, -CN, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, -CHO, CO-(C_1-C_5)-alkyl, -S(O)$_n$-(C_1-C_4)-alkyl, -S(O)$_n$-NH_2, -S(O)$_n$-NH-(C_1-C_3)-alkyl, -S(O)$_n$-N((C_1-C_3)-alkyl)$_2$, oxo, -(CH_2)$_m$-NH_2, -(CH_2)$_m$-NH-(C_1-C_4)-alkyl or -(CH_2)$_m$-N((C_1-C_4)-alkyl)$_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are

attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_7 is -OH, -O-(C_1-C_7)-alkyl, -NH_2, -NH-(C_1-C_4)-alkyl, or

-N((C_1-C_4)-alkyl)$_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_8 is hydrogen, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-(C_1-C_5)-alkyl, -NH_2, -NH-(C_1-C_4)-alkyl and -N((C_1-C_4)-alkyl)$_2$;

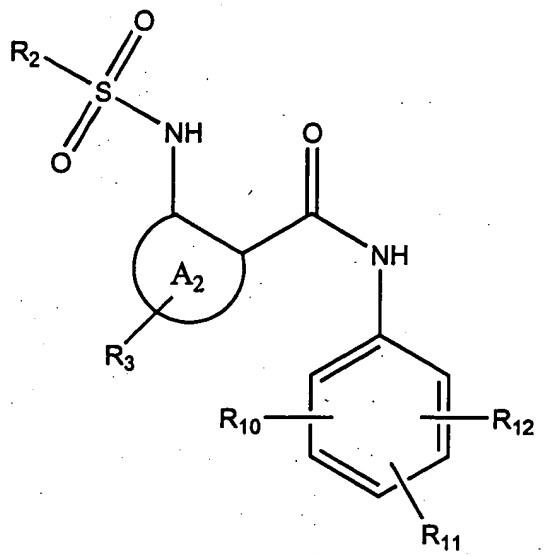
R_9 is hydrogen, -CO-(C_1-C_4)-alkyl, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-(C_1-C_5)-alkyl, -NH_2, -NH-(C_1-C_4)-alkyl and -N((C_1-C_4)-alkyl)$_2$;

n is 0, 1, or 2; and

m is 2, 3, or 4.

7. A method for treating a tumor in a subject in need thereof, comprising administering to said subject a therapeutically effective amount of a compound having the formula:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof wherein

A_1 is aryl or heteroaryl, each of which may be optionally substituted with one, two or three groups independently selected from halogen, aryl, $-CF_3$, $-NO_2$, -OH, $-O-(C_1-C_7)$-alkyl, $-O-(C_2-C_4)$-alkyl-$O-(C_1-C_7)$-alkyl, -O-aryl, (C_1-C_2)-alkylenedioxy, $-NR_5R_6$, -CN, $-CO-NR_5R_6$, -COOH, $-CO-O-(C_1-C_5)$-alkyl, heterocyclyl, -CHO, $-CO-(C_1-C_{10})$-alkyl, -CO-aryl, -CO-heteroaryl, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, $-O-(C_1-C_{10})$-alkyl, $-O-(C_1-C_7)$-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, $-S-(C_1-C_{10})$-alkyl, $-S-(C_1-C_7)$-alkyl-R_7, -S-aryl, -S-heteroaryl, $-P(O)(O-(C_1-C_5)\text{-alkyl})_2$, $-P(O)(OH)_2$, -CN, $-NR_8R_9$, $-CO-NH_2$, $-CO-NH-(C_1-C_3)$-alkyl, $-CO-N((C_1-C_3)\text{-alkyl})_2$, -COOH, $-CO-O-(C_1-C_5)$-alkyl, heterocyclyl, and oxo;

A_2 represents a ringed structure consisting of aryl, heteroaryl, heterocyclyl or (C_3-C_{10})-cycloalkyl;

R_2 is $-NR_5R_6$, or

aryl, heteroaryl, heterocyclyl, (C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which may be optionally substituted with one, two or three groups selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)(OH)$_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_3 is one, two or three substituents independently selected from hydrogen, halogen, -CF_3, -OH, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, (C_1-C_3)-alkylene dioxy, -CN, -NO_2, -NR_8R_9, -$CONR_5R_6$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, -$S(O)_n$-(C_1-C_7)-alkyl, -$S(O)_n$-aryl, -$S(O)_n$-heteroaryl, -$S(O)_n$-NR_5R_6, or

(C_1-C_7)-alkyl, (C_3-C_7)-cycloalkyl, (C_1-C_7)-alkenyl or (C_1-C_7)-alkynyl, each of which is optionally substituted with up to five groups independently selected from halogen, -OH, aryl, heteroaryl, -O-(C_1-C_{10})-alkyl, -O-(C_1-C_7)-alkyl-R_7, -O-aryl, -O-heteroaryl, -SH, -S-(C_1-C_{10})-alkyl, -S-(C_1-C_7)-alkyl-R_7, -S-aryl, -S-heteroaryl, -P(O)(O-(C_1-C_5)-alkyl)$_2$, -P(O)(OH)$_2$, -CN, -NR_8R_9, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, heterocyclyl, and oxo;

R_5 and R_6 independently are hydrogen, or

(C_1-C_{10})-alkyl, (C_3-C_{10})-cycloalkyl, (C_1-C_{10})-alkenyl or (C_1-C_{10})-alkynyl, each of which is optionally substituted with one, two or three groups selected from

aryl, heteroaryl, heterocyclyl, -CO-(C_1-C_{10})-alkyl, -CO-aryl, -CO-heteroaryl, -CO-heterocyclyl, -SO_2-(C_1-C_{10})-alkyl, -SO_2-aryl –SO_2-heteroaryl, or -SO_2-heterocyclyl; or

R_5 and R_6 together with the nitrogen atom to which they are attached form a 5, 6, 7 or 8-membered carbocyclic ring up to two of which members are optionally hetero atoms selected from N, O, and S, the carbocyclic ring being optionally substituted with up to five groups selected from halogen, (C_1-C_5)-alkyl, (C_3-C_6)-cycloalkyl, (C_1-C_5)-alkenyl, (C_1-C_5)-alkynyl, (C_1-C_3)-hydroxyalkyl, (C_1-C_3)-alkyl-O-(C_1-C_4)-alkyl, aryl, heteroaryl, -CF_3, -OH, -O-(C_1-C_7)-alkyl, -O-aryl, -O-heteroaryl, -O-(C_2-C_4)-alkyl-O-(C_1-C_7)-alkyl, (C_2-C_3)-alkylenedioxy, -NR_8R_9, -CN, -CO-NH_2, -CO-NH-(C_1-C_3)-alkyl, -CO-N((C_1-C_3)-alkyl)$_2$, -COOH, -CO-O-(C_1-C_5)-alkyl, -CHO, CO-(C_1-C_5)-alkyl, -$S(O)_n$-(C_1-C_4)-alkyl, -$S(O)_n$-NH_2, -$S(O)_n$-NH-(C_1-C_3)-alkyl, -$S(O)_n$-N((C_1-C_3)-alkyl)$_2$, oxo, -$(CH_2)_m$-NH_2, -$(CH_2)_m$-NH-(C_1-C_4)-alkyl or -$(CH_2)_m$-N((C_1-C_4)-alkyl)$_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_7 is -OH, -O-(C_1-C_7)-alkyl, -NH_2, -NH-(C_1-C_4)-alkyl, or -N((C_1-C_4)-alkyl)$_2$, wherein the two alkyl groups are optionally linked by a single bond and then, together with the nitrogen atom to which they are attached, form a 5, 6, 7 or 8- membered carbocyclic ring in which one member is optionally selected from O, S or NR_5;

R_8 is hydrogen, or

$(C_1\text{-}C_7)$-alkyl, $(C_3\text{-}C_7)$-cycloalkyl, $(C_1\text{-}C_7)$-alkenyl or $(C_1\text{-}C_7)$-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-$(C_1\text{-}C_5)$-alkyl, $-NH_2$, -NH-$(C_1\text{-}C_4)$-alkyl and -N$((C_1\text{-}C_4)\text{-alkyl})_2$;

R_9 is hydrogen, -CO-$(C_1\text{-}C_4)$-alkyl, or

$(C_1\text{-}C_7)$-alkyl, $(C_3\text{-}C_7)$-cycloalkyl, $(C_1\text{-}C_7)$-alkenyl or $(C_1\text{-}C_7)$-alkynyl, each of which is optionally substituted with one, two or three groups selected from -OH, -O-$(C_1\text{-}C_5)$-alkyl, $-NH_2$, -NH-$(C_1\text{-}C_4)$-alkyl and -N$((C_1\text{-}C_4)\text{-alkyl})_2$;

n is 0, 1, or 2; and

m is 2, 3, or 4.

8. The method according to claim 1 wherein the compound is selected from

5-chloro-2-{[(4-chlorophenyl)sulfonyl]amino}-N-(4-chlorophenyl)benzamide;

5-bromo-2-{[(4-chlorophenyl)sulfonyl]amino}-N-(4-chlorophenyl)benzamide;

(5-bromo-2-{[(4-chloro-3-nitrophenyl)sulfonyl]amino}phenyl)-N-(4-chlorophenyl) carboxamide;

N-(3,4-dichlorophenyl)(5-chloro-2-{[(4-chlorophenyl)sulfonyl]amino}phenyl) carboxamide; and

N-(4-chlorophenyl)(3-{[(4-chlorophenyl)sulfonyl]amino}(2-naphthyl))carboxamide.

9. The method of claim 1 wherein the tumor is selected from sarcoma, carcinoma, and mesothelioma.

10. The method of claim 2 wherein the tumor is selected from sarcoma, carcinoma, and mesothelioma.

11. The method of claim 3 wherein the tumor is selected from sarcoma, carcinoma, and mesothelioma.

12. The method of claim 4 wherein the tumor is selected from sarcoma, carcinoma, and mesothelioma.

13. The method of claim 5 wherein the tumor is selected from sarcoma, carcinoma, and mesothelioma.

14. The method of claim 6 wherein the tumor is selected from sarcoma, carcinoma, and mesothelioma.

15. The method of claim 7 wherein the tumor is selected from sarcoma, carcinoma, and mesothelioma.

16. The method of claim 8 wherein the tumor is selected from sarcoma, carcinoma, and mesothelioma.